

LOWENSTEIN SANDLER LLP

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*Counsel to the Debtors and
Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

Cinram Group, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-15258 (VFP)

(Jointly Administered)

**TWELFTH MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD OF FEBRUARY 1, 2018 THROUGH FEBRUARY 28, 2018**

Lowenstein Sandler LLP, counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits this twelfth monthly fee statement for the period of February 1, 2018 through February 28, 2018 (the “Twelfth Fee Statement”) pursuant to the Court’s *Administrative Fee Order Establishing Certain Procedures for Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained By Order of this Court*, dated May 12, 2017 [Docket No. 93] (the “Administrative Order”). Pursuant to the Administrative Order, responses to the Twelfth Fee Statement, if any, are due by July 17, 2018.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Cinram Group, Inc. (0588), Cinram Property Group, LLC (9738), and Cinram Operations, Inc. (7377). The Debtors conduct all of their business affairs out of offices located at 220 South Orange Avenue, Livingston, New Jersey 07039.

Dated: July 3, 2018

Respectfully submitted,

LOWENSTEIN SANDLER LLP

/s/ Mary E. Seymour

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Counsel to the Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET

IN RE: Cinram Group, Inc., et al.

APPLICANT: Lowenstein Sandler LLP

CASE NO.: 17-15258 (VFP)

CLIENT: Chapter 11 Debtors

CHAPTER: 11

CASE FILED: March 17, 2017

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER
PENALTY OF PERJURY, PURSUANT TO 28 U.S.C. SECTION 1746

RETENTION ORDER(S) ATTACHED

**TWELFTH MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD OF FEBRUARY 1, 2018 THROUGH FEBRUARY 28, 2018**

SECTION I
FEE SUMMARY

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED	<u>\$ 1,599,997.50</u>	<u>\$21,025.99</u>
TOTAL FEES ALLOWED TO DATE:	<u>\$ _____ -0-</u>	<u>\$ _____ -0-</u>
TOTAL RETAINER (IF APPLICABLE)	<u>\$ 166,390.75</u>	<u>\$ _____ -0-</u>
TOTAL HOLDBACK (IF APPLICABLE)	<u>\$ 319,999.50</u>	<u>\$ _____ -0-</u>
TOTAL RECEIVED BY APPLICANT	<u>\$ 482,373.40</u>	<u>\$ 14,305.30</u>

FEE TOTALS - PAGE 2	\$74,655.50
DISBURSEMENTS TOTALS - PAGE 3	<u>\$ 1,522.63</u>
TOTAL FEE APPLICATION	\$76,178.13
MINUS 20% HOLDBACK	<u>- 14,931.10</u>
AMOUNT SOUGHT AT THIS TIME	\$61,247.03

Name of Professional	Year Admitted	Title/Department	Hours	Rate	Fee
Buechler, Bruce	1987	Partner/Bankruptcy	2.10	\$860.00	\$1,806.00
Rosen, Kenneth A.	1979	Partner/Bankruptcy	11.30	\$1,070.00	\$12,091.00
Seymour, Mary E.	1994	Partner/Bankruptcy	12.50	\$770.00	\$9,625.00
Savetsky, Michael	2005	Counsel/Bankruptcy	72.30	\$690.00	\$49,887.00
Papandrea, Michael T.	2015	Associate/Bankruptcy	0.30	\$435.00	\$130.50
Claussen, Diane	N/A	Paralegal/Bankruptcy	1.60	\$260.00	\$416.00
Jara, Gabriel	N/A	Paralegal/Litigation	0.20	\$260.00	\$52.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	2.70	\$240.00	\$648.00
Total Fees			103.00		\$74,655.50
Attorney Blended Rate					\$746.59

SECTION II SUMMARY OF SERVICES

SERVICES RENDERED	HOURS	FEE
Case Administration	3.30	\$1,770.50
Fee/Employment Applications	2.70	\$648.00
Fee Applications and Invoices - Others	0.40	\$276.00
Other Contested Matters (excluding assumption/rejection motions)	8.70	\$7,737.00
Business Operations	1.70	\$1,173.00
Tax Issues	0.40	\$276.00
Real Estate	1.80	\$1,318.00
Claims Administration and Objections	80.00	\$58,501.00
Plan and Disclosure Statement (including Business Plan)	4.00	\$2,956.00
SERVICE TOTALS	103.00	\$74,655.50

SECTION III SUMMARY OF DISBURSEMENTS

	AMOUNT
Messenger and delivery charges	\$13.24
Bulk rate/special postage	\$14.67
Computerized legal research	\$1,494.72
TOTAL DISBURSEMENTS	\$1,522.63

SECTION IV CASE HISTORY

(NOTE: Items 3 - 6 are not applicable to applications under 11 U.S.C. §506)

- (1) DATE CASE FILED: March 17, 2017
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: 11
- (3) DATE OF RETENTION: April 25, 2017, effective as of March 17, 2017 [Docket No. 84].
See Order attached.
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH SUPPLEMENTS AS NEEDED²:
 - a) Lowenstein Sandler spent significant time assisting the Debtors with the prosecution of the Debtors' objections to the proofs of claim filed by SIR Properties and Technicolor, including: (i) review and analysis of expert reports related to claims asserted by SIR and Technicolor regarding the Hanover, PA, Olyphant, PA, and Huntsville, AL properties; (ii) addressing issues related to real estate appraisals for Debtors' real property in Olyphant, PA and Tuscaloosa, AL; (iii) drafting mediation statements; (iv) attending to confidentiality concerns regarding the production of document by the Debtors, (v) preparing for mediation, including researching legal issues and attending a pre-mediation meeting with Judge Kaplan; and (vi) attending mediation before Judge Kaplan with all parties;
 - b) Lowenstein Sandler assisted with the preparation of the Debtors' Monthly Operating Reports;
 - c) Lowenstein Sandler prepared and filed its monthly fee statement and reviewed monthly fee statements filed by the Committee's professionals.
 - d) Lowenstein Sandler performed all other legal services for the Debtors that were necessary and proper in these proceedings and in furtherance of the Debtors' needs.

(5) ANTICIPATED DISTRIBUTION TO CREDITORS:

- (A) ADMINISTRATION EXPENSES: (unknown at this time)
- (B) SECURED CREDITORS: (unknown at this time)
- (C) PRIORITY CREDITORS: (unknown at this time)
- (D) GENERAL UNSECURED CREDITORS: (unknown at this time)

² The following summary is intended only to highlight the general categories of services performed by Lowenstein Sandler on behalf of the Debtors and the benefits rendered to the Debtors' estates. The summary is not intended to set forth each of the professional services provided by Lowenstein Sandler during the fee period.

- (6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO CREDITORS (IF APPLICABLE): Final disposition of case and dividend are unknown at this time.

I certify under penalty of perjury that the foregoing is true and correct.

Dated: July 3, 2018

/s/ Mary E. Seymour
Mary E. Seymour, Esq.



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1

LOWENSTEIN SANDLER LLP

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*Proposed Counsel to the Debtors and
Debtors-in-Possession*

Order Filed on April 25, 2017
by Clerk
U.S. Bankruptcy Court
District of New Jersey

In re:

Cinram Group, Inc., *et al.*¹
Debtors.

Chapter 11

Case No. 17- 15258 (VFP)
(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LOWENSTEIN SANDLER LLP AS COUNSEL TO THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following pages, numbered two (2) through four (3), is hereby **ORDERED**.

DATED: April 25, 2017

A handwritten signature in black ink, appearing to read "Honorable Vincent F. Papalia".

Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Cinram Group, Inc. (0588), Cinram Property Group, LLC (9738), and Cinram Operations, Inc. (7377). The Debtors conduct all of their business affairs out of offices located at 220 South Orange Avenue, Livingston, New Jersey 07039.

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Debtors: Cinram Group, Inc., *et al.*

Case No.: 17-15258 ()

Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

Upon consideration of the application (the “Application”)² of the above captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order authorizing the employment and retention of Lowenstein Sandler LLP (“Lowenstein Sandler”) as counsel to the Debtors, effective as of the Petition Date (March 17, 2017), and upon consideration of the Application and the Seymour Declaration; and the Court being satisfied, based on representations made in the Application that (i) Lowenstein Sandler has no connection with the Debtors, their creditors, any other party in interest, their current respective attorneys or professionals, the United States Trustee or any person employed in the Office of the United States Trustee, and does not represent any entity having an adverse interest to the Debtors in connection with the Debtors’ Chapter 11 Cases, except as set forth in the Seymour Declaration; (ii) Lowenstein Sandler is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code, (iii) neither Lowenstein Sandler, nor its professionals, have any connection with the Debtors, their creditors or any other party in interest; and (iv) Lowenstein Sandler’s employment is necessary and in the best interest of the Debtors; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered on July 23, 1984, and amended on September 18, 2012; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Application being sufficient under the circumstances; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: Cinram Group, Inc., *et al.*

Case No.: 17-15258 ()

Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

2. The Debtors are authorized to employ and to retain Lowenstein Sandler, effective as of the Petition Date, to serve as the Debtors' counsel in these Chapter 11 Cases.

3. Lowenstein Sandler shall be compensated as set forth in the Application in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules, the Local Rules, and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred. Lowenstein Sandler also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and disclosures as set forth in the Appendix A Guidelines, both in connection with the Application and interim and final fee applications to be filed by Lowenstein Sandler in these Chapter 11 Cases.

4. The requirement set forth in Local Rule 9013-1(a)(3) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

6. This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

Form order – ntcorder

UNITED STATES BANKRUPTCY COURT

District of New Jersey
MLK Jr Federal Building
50 Walnut Street
Newark, NJ 07102

Case No.: 17-15258-VFP
Chapter: 11
Judge: Vincent F. Papalia

In Re: Debtor(s) (name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):

Cinram Group, Inc. Cinram Operations, Inc.
fka Cinram Acquisition, Inc.
Attn: Glenn Langberg, CEO
220 South Orange Ave
Livingston, NJ 07039

Social Security No.:

Employer's Tax I.D. No.:
32-0380588

NOTICE OF JUDGMENT OR ORDER
Pursuant to Fed. R. Bankr. P. 9022

Please be advised that on April 26, 2017, the court entered the following judgment or order on the court's docket in the above-captioned case:

Document Number: 84 – 69

Order Granting Application to Employ Lowenstein Sandler LLP as counsel for debtor (Related Doc # 69). Service of notice of the entry of this order pursuant to Rule 9022 was made on the appropriate parties. See BNC Certificate of Notice. Signed on 4/25/2017. (jf)

Parties may review the order by accessing it through PACER or the court's electronic case filing system (CM/ECF). Public terminals for viewing are also available at the courthouse in each vicinage.

Dated: April 26, 2017
JAN: jf

Jeanne Naughton
Clerk

EXHIBIT A

EXHIBIT A

Professional Services rendered by Lowenstein Sandler LLP, through February 28, 2018

In re: Chapter 11

I. SUMMARY OF TIME CHARGES AND HOURLY RATES

Name of Professional	Year Admitted	Title/Department	Hours Spent	Hourly Rate	Charge
Buechler, Bruce	1987	Partner/Bankruptcy	2.10	\$860.00	\$1,806.00
Rosen, Kenneth A.	1979	Partner/Bankruptcy	11.30	\$1,070.00	\$12,091.00
Seymour, Mary E.	1994	Partner/Bankruptcy	12.50	\$770.00	\$9,625.00
Savetsky, Michael	2005	Counsel/Bankruptcy	72.30	\$690.00	\$49,887.00
Papandrea, Michael T.	2015	Associate/Bankruptcy	0.30	\$435.00	\$130.50
Claussen, Diane	N/A	Paralegal/Bankruptcy	1.60	\$260.00	\$416.00
Jara, Gabriel	N/A	Paralegal/Litigation	0.20	\$260.00	\$52.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	<u>2.70</u>	\$240.00	<u>\$648.00</u>
TOTAL FEES			103.00		\$74,655.50
		Attorney Blended Rate			\$746.59

TIME DETAIL:

Code	Date	Timekeeper	Time Narrative	Hours	Amount
<u>B100 - Administration</u>					
<u>B110 Case Administration</u>					
B110	02/05/18	MS	Call and e-mails with M. Papandrea re: motion to further extend removal period	0.10	\$69.00
B110	02/05/18	MTP	Telephone call with chambers re: status of hearing on motion to further extend removal periods (.1); e-mails and telephone call with M. Savetsky re: same (.1)	0.20	\$87.00
B110	02/07/18	MS	E-mails with M. Erbeck re: confidentiality agreement	0.10	\$69.00
B110	02/08/18	MS	E-mails with M. Erbeck re: informal confidentiality agreement	0.30	\$207.00
B110	02/08/18	MS	E-mails with B. Buechler re: confidentiality agreement with SIR	0.30	\$207.00
B110	02/08/18	MS	Call with B. Buechler re: confidentiality agreement with SIR	0.10	\$69.00
B110	02/12/18	DC	Tend to filing and service of Monthly Operating Reports for December 2017	0.50	\$130.00
B110	02/12/18	MS	Review title and lien searches ordered by Committee	0.40	\$276.00
B110	02/12/18	MTP	Discussion with M. Savetsky re: proposed order extending removal period; telephone call to chambers re: same; e-mail M. Savetsky re: same	0.10	\$43.50
B110	02/13/18	GJ	Update document requested by M. Savetsky	0.20	\$52.00
B110	02/13/18	MS	E-mails with D. Claussen and M. Papandrea re: service of removal order	0.10	\$69.00
B110	02/14/18	DC	Update critical dates memo and attorney calendar	0.20	\$52.00
B110	02/16/18	MS	Draft e-mail to M. Erbeck re: SIR's assertion of privilege	0.20	\$138.00
B110	02/27/18	DC	Update critical dates memo and attorney calendar	0.10	\$26.00
B110	02/28/18	MS	Draft e-mail to W. Stapleton re: request for documents	0.30	\$207.00

Cinram Group, Inc.
Invoice No.: 865015Page 3
June 29, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B110	02/28/18	MS	Call with W. Stapleton re: document request	0.10	\$69.00

Total B110 - Case Administration	3.30	\$1,770.50
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B160 Fee/Employment Applications

B160	02/13/18	EBL	Begin preparing December monthly fee application and related documents	0.70	\$168.00
B160	02/14/18	EBL	Prepare Lowenstein Sandler's November monthly fee statement	1.20	\$288.00
B160	02/16/18	EBL	Finalize (.2); e-file (.2) and prepare service of (.2) Lowenstein's Ninth Monthly Fee Statement; prepare and e-file certification of service re: same (.2)	0.80	\$192.00

Total B160 - Fee/Employment Applications	2.70	\$648.00
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B175 Fee Applications and Invoices - Others

B175	02/01/18	MS	Review Cole Schotz's monthly fee statement for December	0.10	\$69.00
B175	02/01/18	MS	Review EisnerAmper's monthly fee statement for December	0.10	\$69.00
B175	02/08/18	MS	Review Cole Schotz's monthly fee statement for January	0.20	\$138.00

Total B175 - Fee Applications and Invoices - Others	0.40	\$276.00
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B190 Other Contested Matters (excluding assumption/rejection motions)

B190	02/07/18	BB	Revise letter to Judge Kaplan with the mediation statement concerning SIR	0.30	\$258.00
B190	02/13/18	DC	Tend to service of Third Order Extending Time for Removal, confer with M. Savetsky re: revisions to service list and update same	0.40	\$104.00
B190	02/14/18	BB	Exchange e-mails with M. Savetsky re: discovery	0.10	\$86.00
B190	02/14/18	DC	Prepare and file Certification of Service of Third Order Extending Time for Removal	0.30	\$78.00

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B190	02/15/18	KAR	Attend meeting at Lowenstein to prepare for mediation	1.50	\$1,605.00
B190	02/16/18	BB	Office conference with M. Seymour to discuss mediation session with Judge Kaplan	0.10	\$86.00
B190	02/16/18	KAR	Attend mediation before Judge Kaplan in Trenton NJ	3.00	\$3,210.00
B190	02/16/18	MES	Attend mediation before Judge Kaplan in Trenton NJ	3.00	\$2,310.00
Total B190 - Other Contested Matters (excluding assumption/rejection motions)				8.70	\$7,737.00

B200 - OperationsB210 Business Operations

B210	02/08/18	MS	Review and comment on draft MORs for December for each Debtor	0.90	\$621.00
B210	02/08/18	MS	Call with J. Catalano re: draft MORs for December	0.30	\$207.00
B210	02/08/18	MS	E-mails with J. Catalano re: draft MORs for December	0.10	\$69.00
B210	02/09/18	MS	Review revised draft MORs for December	0.20	\$138.00
B210	02/09/18	MS	E-mails with J. Olsakovsky re: draft MORs for December	0.10	\$69.00
B210	02/12/18	MS	Review revised draft December monthly operating reports and e-mail to D. Claussen re: filing same	0.10	\$69.00
Total B210 - Business Operations				1.70	\$1,173.00

B240 Tax Issues

B240	02/08/18	MS	Review RSM proposed statement of work	0.20	\$138.00
B240	02/08/18	MS	E-mails with G. Langberg re: proposed RSM statement of work	0.20	\$138.00

Code	Date	Timekeeper	Time Narrative	Hours	Amount
Total B240 - Tax Issues					0.40 \$276.00

B250 Real Estate

B250	02/01/18	MS	E-mails with G. Langberg re: Olyphant appraisal	0.10	\$69.00
B250	02/08/18	MS	E-mails with R. Jareck re: title reports	0.10	\$69.00
B250	02/16/18	MS	E-mails with R. Jareck re: property appraisals	0.10	\$69.00
B250	02/21/18	MS	E-mails with A. Vardi re: appraisals; review e-mails from R. Jareck and K. Rosen re: same	0.20	\$138.00
B250	02/26/18	MS	Calls with G. Langberg re: mediation and request for appraisals	0.30	\$207.00
B250	02/26/18	MS	E-mails with K. Rosen re: mediation and request for appraisals	0.20	\$138.00
B250	02/27/18	KAR	Follow up re: offers on properties from Judge Kaplan	0.20	\$214.00
B250	02/27/18	MS	Call with A. Vardi re: status of appraisals	0.20	\$138.00
B250	02/27/18	MS	Calls with G. Langberg re: mediator's request for appraisals	0.20	\$138.00
B250	02/28/18	MS	Draft e-mail to A. Vardi re: appraisals	0.20	\$138.00
Total B250 - Real Estate					1.80 \$1,318.00

B300 - Claims and PlanB310 Claims Administration and Objections

B310	02/01/18	BB	Draft e-mail to M. Savetsky and M. Seymour re: case law concerning the SIR expert report and its admissability	0.10	\$86.00
B310	02/01/18	MS	E-mails with J. Testa re: Olyphant report	0.10	\$69.00
B310	02/01/18	MS	Call with J. Testa re: Olyphant report	0.10	\$69.00
B310	02/02/18	MS	Call with M. Seymour re: MPEG claim and mediation statements	0.10	\$69.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

Cinram Group, Inc.
Invoice No.: 865015Page 6
June 29, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	02/02/18	MS	Review MPEG claim documents	0.10	\$69.00
B310	02/02/18	MS	Review additional documents produced by Technicolor and related claims	0.30	\$207.00
B310	02/02/18	MS	Draft e-mail to G. Langberg re: additional documents produced by Technicolor	0.20	\$138.00
B310	02/02/18	MS	Draft e-mail to C. Ingato re: Technicolor document productions	0.10	\$69.00
B310	02/02/18	MS	E-mails with K. Woods re: confidential settlement agreement with Technicolor	0.20	\$138.00
B310	02/05/18	MS	Calls with M. Erbeck re: supplemental document production, confidentiality concerns and amended scheduling order	0.30	\$207.00
B310	02/05/18	MS	Draft mediation statement re: SIR's claims	4.90	\$3,381.00
B310	02/06/18	MES	Review and revise draft mediation statement for SIR claims	0.50	\$385.00
B310	02/06/18	MS	Review and revise mediation statement re: SIR's claims	3.30	\$2,277.00
B310	02/06/18	MS	Calls with G. Langberg re: mediation statements	0.30	\$207.00
B310	02/06/18	MS	E-mail to K. Rosen re: mediation statements	0.10	\$69.00
B310	02/06/18	MS	Confer with M. Seymour re: mediation statements	0.10	\$69.00
B310	02/06/18	MS	Call with C. Ingato re: response to Debtors' document requests	0.20	\$138.00
B310	02/06/18	MS	E-mails with K. Woods re: confidential settlement agreement with Technicolor	0.10	\$69.00
B310	02/06/18	MS	Draft e-mail to C. Ingato re: confidential settlement agreement	0.10	\$69.00
B310	02/06/18	MS	Draft mediation statement re: Technicolor's claims	2.10	\$1,449.00
B310	02/07/18	MES	Review and revise draft mediation statement on Technicolor claims	0.50	\$385.00
B310	02/07/18	MS	Draft mediation statement re: Technicolor's claims	4.10	\$2,829.00
B310	02/07/18	MS	Further revise mediation statement re: SIR's claims	0.40	\$276.00

Cinram Group, Inc.
Invoice No.: 865015

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June 29, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	02/07/18	MS	Confer with M. Seymour re: discussions with MPEG	0.10	\$69.00
B310	02/07/18	MS	Draft e-mail to B. Buechler and K. Rosen re: mediation statement re: Technicolor's claims	0.10	\$69.00
B310	02/08/18	BB	Revise Technicolor mediation statement	0.30	\$258.00
B310	02/08/18	BB	Exchange e-mails with M. Savetsky re: SIR request in connection with confidentiality of documents produced and office conference re: same	0.20	\$172.00
B310	02/08/18	MS	Review and revise mediation statement re: Technicolor's claims	0.30	\$207.00
B310	02/08/18	MS	E-mails with B. Buechler re: revisions to mediation statement re: Technicolor's claims	0.20	\$138.00
B310	02/08/18	MS	Confer with B. Buechler re: claim discovery confidentiality issues	0.20	\$138.00
B310	02/08/18	MS	Draft e-mail to G. Langberg re: mediation statements	0.10	\$69.00
B310	02/09/18	BB	Research in connection with potential claim objections	0.50	\$430.00
B310	02/09/18	MS	Call with M. Seymour re: mediation statements and SIR discovery	0.20	\$138.00
B310	02/09/18	MS	Research re: legal issue relating to mediation statements	0.60	\$414.00
B310	02/09/18	MS	Review research re: maintenance and repair obligations	0.30	\$207.00
B310	02/09/18	MS	Revise mediation statement re: SIR claims	0.20	\$138.00
B310	02/09/18	MS	Draft e-mail to J. Testa re: expert reports	0.40	\$276.00
B310	02/09/18	MS	Call with M. Seymour re: expert reports	0.10	\$69.00
B310	02/09/18	MS	Confer with M. Seymour re: mediation statements and Technicolor expert reports	0.10	\$69.00
B310	02/09/18	MS	E-mails with G. Langberg re: mediation statements	0.20	\$138.00
B310	02/09/18	MS	Call with G. Langberg re: mediation statements and strategy	0.80	\$552.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	02/12/18	BB	Exchange e-mails with M. Savetsky re: discovery and review e-mails from counsel for other parties re: discovery and mediation statements	0.20	\$172.00
B310	02/12/18	BB	Office conference with M. Savetsky re: response concerning SIR's issues concerning discovery	0.10	\$86.00
B310	02/12/18	MS	Revise and finalize mediation statements	0.60	\$414.00
B310	02/12/18	MS	Review Hanover lease provisions re: mediation	0.20	\$138.00
B310	02/12/18	MS	Confer with M. Seymour re: mediation statements	0.40	\$276.00
B310	02/12/18	MS	E-mail to M. Seymour re: correspondence with Technicolor re: claims	0.10	\$69.00
B310	02/12/18	MS	Draft e-mail to Judge Kaplan re: mediation statements	0.30	\$207.00
B310	02/12/18	MS	Call with C. Ingato and J. Testa re: Technicolor expert reports	0.10	\$69.00
B310	02/12/18	MS	Confer with M. Seymour re: Technicolor expert reports	0.10	\$69.00
B310	02/12/18	MS	E-mails with M. Erbeck re: supplemental production by SIR	0.20	\$138.00
B310	02/12/18	MS	E-mails with C. Ingato and J. Testa re: Technicolor expert reports	0.20	\$138.00
B310	02/12/18	MS	E-mails with B. Buechler re: Technicolor expert reports	0.20	\$138.00
B310	02/12/18	MS	E-mails with B. Buechler re: supplemental production by SIR	0.20	\$138.00
B310	02/12/18	MS	Further review of leases and research re: preparation for mediation	0.50	\$345.00
B310	02/13/18	KAR	Telephone conference with J. Testa re: SIR's expert report by BRG	0.20	\$214.00
B310	02/13/18	MS	Review expert reports re: SIR claims	0.50	\$345.00
B310	02/13/18	MS	E-mails with J. Testa re: exchange of expert reports	0.10	\$69.00
B310	02/13/18	MS	Review SIR supplemental document production	1.30	\$897.00
B310	02/13/18	MS	Confer with M. Seymour re: preparation for mediation	0.30	\$207.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	02/13/18	MS	Draft e-mail to M. Erbeck re: supplemental document production	0.20	\$138.00
B310	02/13/18	MS	E-mail to G. Langberg re: SIR supplemental document production	0.10	\$69.00
B310	02/13/18	MS	E-mail to G. Langberg re: Technicolor report re: Huntsville	0.10	\$69.00
B310	02/14/18	MS	Review Technicolor mediation engineering report	0.70	\$483.00
B310	02/14/18	MS	E-mails with G. Langberg re: SIR supplemental document production	0.40	\$276.00
B310	02/14/18	MS	E-mails with B. Buechler re: SIR's supplemental document production	0.10	\$69.00
B310	02/14/18	MS	Call with M. Sobel re: expert report	0.20	\$138.00
B310	02/15/18	DC	Retrieve Objection to SIR claim and forward same to M. Seymour and K. Rosen	0.10	\$26.00
B310	02/15/18	MES	Call with M. Savetsky re: preparation for mediation	0.30	\$231.00
B310	02/15/18	MES	Confer with M. Savetsky re: pre-mediation meeting with Judge Kaplan	0.30	\$231.00
B310	02/15/18	MS	Meet with K. Rosen and G. Langberg re: preparation for pre-mediation meeting	2.20	\$1,518.00
B310	02/15/18	MS	Further review of SIR supplemental discovery	0.20	\$138.00
B310	02/15/18	MS	E-mail to K. Rosen re: Hanover claim issues	0.20	\$138.00
B310	02/15/18	MS	Call with M. Seymour re: preparation for mediation	0.30	\$207.00
B310	02/15/18	MS	E-mails with J. Testa re: Olyphant reports	0.10	\$69.00
B310	02/15/18	MS	Confer with M. Seymour re: pre-mediation meeting with Judge Kaplan	0.30	\$207.00
B310	02/15/18	MS	Draft outline for pre-mediation meeting with Judge Kaplan re: claims	3.10	\$2,139.00
B310	02/16/18	BB	Telephone call with M. Savetsky re: SIR assertion of redaction of certain documents	0.10	\$86.00
B310	02/16/18	MES	E-mails with M. Savetsky re: SIR Huntsville claim	0.20	\$154.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	02/16/18	MS	E-mails with K. Rosen and G. Langberg re: mediation issues	0.10	\$69.00
B310	02/16/18	MS	Review SIR press release re: earnings and leases	0.10	\$69.00
B310	02/16/18	MS	E-mails with M. Seymour re: SIR Huntsville claim	0.20	\$138.00
B310	02/16/18	MS	E-mails with K. Rosen and G. Langberg re: SIR issues	0.20	\$138.00
B310	02/16/18	MS	E-mails with K. Rosen re: claim issues	0.10	\$69.00
B310	02/16/18	MS	Research re: SIR's assertion of privilege	0.60	\$414.00
B310	02/16/18	MS	E-mails with K. Rosen re: mediation issues	0.20	\$138.00
B310	02/16/18	MS	E-mails with M. Sobel re: claim issues	0.20	\$138.00
B310	02/21/18	MS	E-mails to G. Langberg re: Technicolor report re: Olyphant	0.20	\$138.00
B310	02/22/18	BB	Telephone call with M. Seymour re: issues in connection with mediation	0.10	\$86.00
B310	02/22/18	KAR	Telephone conference with Judge Kaplan and mediator re: meeting with SIR and re: open issues	0.40	\$428.00
B310	02/22/18	KAR	Telephone conference with Judge Kaplan re: mediation and claim cap issue	0.30	\$321.00
B310	02/22/18	MS	Conduct legal research in preparation for mediation	2.10	\$1,449.00
B310	02/22/18	MS	E-mails with K. Rosen re: legal research in preparation for mediation	0.90	\$621.00
B310	02/22/18	MS	Call with G. Langberg re: mediation issues	0.30	\$207.00
B310	02/23/18	MES	Confer with M. Savetsky re: research issues for mediation	0.20	\$154.00
B310	02/23/18	MS	Research re: issues for mediation	1.70	\$1,173.00
B310	02/23/18	MS	Confer with M. Seymour re: research issues for mediation	0.20	\$138.00
B310	02/25/18	MS	Further research re: legal issues for mediation	3.60	\$2,484.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	02/26/18	KAR	Telephone conference with G. Langberg re: appraisal information for Judge Kaplan	0.20	\$214.00
B310	02/26/18	KAR	Draft e-mail to Judge Kaplan re: claim allowance impact from appraisals	0.10	\$107.00
B310	02/26/18	KAR	E-mail Judge Kaplan re: claim allowance should stand alone	0.20	\$214.00
B310	02/26/18	MS	Further legal research re: issues for mediation	4.60	\$3,174.00
B310	02/26/18	MS	Draft memo to K. Rosen re: mediation and plan issues	4.10	\$2,829.00
B310	02/27/18	MS	Review and revise internal memo re: legal issues for mediation	3.20	\$2,208.00
B310	02/27/18	MS	Prepare for mediation of SIR and Technicolor claims with Judge Kaplan	0.80	\$552.00
B310	02/27/18	MS	E-mails with G. Langberg re: claims mediation issues	0.20	\$138.00
B310	02/27/18	MS	Confer with K. Rosen re: claims mediation issues	0.10	\$69.00
B310	02/28/18	KAR	Attend mediation session with Judge Kaplan	5.00	\$5,350.00
B310	02/28/18	MES	Participate in mediation with Judge Kaplan, SIR and Technicolor	6.00	\$4,620.00
B310	02/28/18	MS	Attend claims mediation with Judge Kaplan	5.60	\$3,864.00
Total B310 - Claims Administration and Objections				80.00	\$58,501.00

B320 Plan and Disclosure Statement (including Business Plan)

B320	02/26/18	MES	Prepare for mediation with Judge Kaplan	0.90	\$693.00
B320	02/26/18	MES	Conference call with Judge Kaplan, G. Langberg re: mediation	0.20	\$154.00
B320	02/27/18	KAR	Review e-mail from G. Langberg re: value information	0.10	\$107.00
B320	02/27/18	KAR	Exchange e-mails with Judge Kaplan re: appraisals	0.10	\$107.00
B320	02/27/18	MS	Conduct legal research re: plan issue	2.30	\$1,587.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B320	02/28/18	MES	Meeting with Technicolor's team, G. Langberg, post-mediation	0.40	\$308.00
Total B320 - Plan and Disclosure Statement (including Business Plan)				4.00	\$2,956.00

Timekeeper Summary (by Task):

Task	Task Description	Hours	Fees
B110	Case Administration	3.30	\$1,770.50
B160	Fee/Employment Applications	2.70	\$648.00
B175	Fee Applications and Invoices - Others	0.40	\$276.00
B190	Other Contested Matters (excluding assumption/rejection motions)	8.70	\$7,737.00
B210	Business Operations	1.70	\$1,173.00
B240	Tax Issues	0.40	\$276.00
B250	Real Estate	1.80	\$1,318.00
B310	Claims Administration and Objections	80.00	\$58,501.00
B320	Plan and Disclosure Statement (including Business Plan)	4.00	\$2,956.00
	Total	103.00	\$74,655.50

EXHIBIT B

EXHIBIT B

Actual and necessary disbursements incurred by Lowenstein Sandler LLP

II. Summary of Disbursement Charges

Messenger and delivery charges	\$13.24
Bulk rate/special postage	\$14.67
Computerized legal research	<u>\$1,494.72</u>
Total Disbursements	<u>\$1,522.63</u>

The above charges are based upon time and expense records available on or about the date of the attached letter. Such records are believed in good faith to be accurate and substantially up to date, but there may be fees and expenses that have not been processed as of such date which Lowenstein Sandler LLP may submit in the future. Lowenstein Sandler LLP reserves the right to amend this monthly statement at a later date.

DISBURSEMENT DETAIL:

Date	Description	Amount
02/12/18	Federal Express VENDOR: Federal Express INVOICE#: 609035087 DATE: 2/16/2018 REFERENCE: 33621.3 TRACKING #: 744961302944 SEND FROM:ROSEN KENNETH A. LOWENSTEIN SANDLER One Lowenstein Drive ROSELAND NJ 07068 SEND TO: HONORABLE MICHAEL B. KAPLAN U. UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY TRENTON NJ 08608 US	\$13.24
02/12/18	Computerized legal research: Westlaw: User Name: SAVETSKY,MICHAEL / Duration of Search: 00:00 / Transaction: 22 / Docs/Lines: 0	\$319.84
02/22/18	Computerized legal research: Westlaw: User Name: SAVETSKY,MICHAEL / Duration of Search: 00:00 / Transaction: 23 / Docs/Lines: 0	\$159.92
02/23/18	Computerized legal research: Westlaw: User Name: SAVETSKY,MICHAEL / Duration of Search: 00:00 / Transaction: 90 / Docs/Lines: 0	\$380.61
02/25/18	Computerized legal research: Westlaw: User Name: SAVETSKY,MICHAEL / Duration of Search: 00:00 / Transaction: 91 / Docs/Lines: 0	\$126.87
02/26/18	Computerized legal research: Westlaw: User Name: SAVETSKY,MICHAEL / Duration of Search: 00:00 / Transaction: 111 / Docs/Lines: 0	\$380.61
02/27/18	Computerized legal research: Westlaw: User Name: SAVETSKY,MICHAEL / Duration of Search: 00:00 / Transaction: 53 / Docs/Lines: 0 Bulk rate/special postage	\$126.87 \$14.67
	Total Disbursements	\$1,522.63